



THE UNITED STATES CORPORATION COMPANY

P97000075339

ACCOUNT NO. : 072100000032

REFERENCE : 503359 4361974

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : August 20, 1997

ORDER TIME : 11:47 AM

ORDER NO. : 503359-005

500002281435--9

CUSTOMER NO: 4361974

CUSTOMER: Jack Schulman, Esq
BRIEF KESSELMAN KNAPP &
SCHULMAN, LLP
805 Third Avenue

New York, NY 10022

DOMESTIC FILING

NAME: K.D. SADLER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: _____

FILED
97 AUG 29 PM 2:15
SEALING STATE
TALLAHASSEE, FLORIDA

RECEIVED
AUG 29 1997

SN AUG 29 1997

FILED
97 AUG 29 PM 2:16
SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
K.D. SADLER, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

K.D. SADLER, INC.

The address of the principal office of this corporation shall be 1872 Hickory Lane, Atlantic Beach, Florida 32233 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1872 Hickory Lane, Atlantic Beach, Florida 32233, and the name of the initial registered agent of the corporation at that address is Karen Sadler.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial members of the Board of Directors are:

Karen Sadler, 1872 Hickory Lane, Atlantic Beach, FL 32233.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

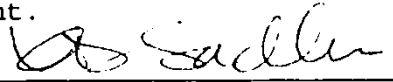
Juanita Mahoney CORPORATION SERVICE COMPANY
830 Bear Tavern Road
West Trenton, NJ 08628

The undersigned incorporator has executed these Articles of Incorporation on August 20, 1997 .


Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I, Karen Sadler, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 

Dated: August 20, 1997

JMG/jmy

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FLORIDA